

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

212 HANOVER 2-3000

TELEX

RCA 233663  
WUD 125547  
WUI 620976

CABLE ADDRESSES

CRAVATH, N. Y.  
CRAVATH, PARIS  
CRAVATH, LONDON, E. C. 2

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JUN 16 1981

Post 100

ICC Washington, D. C.

11663-F  
RECORDATION NO. 11663-F Filed 145

JUN 16 1981 - 10 35 AM

INTERSTATE COMMERCE COMMISSION

June 11, 1981

The Chesapeake and Ohio Railway Company  
Reconstruction and Conditional Sale Financing  
Dated as of March 15, 1980

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, enclosed for filing and recordation on behalf of The Chesapeake and Ohio Railway Company are counterparts of an Amendment Agreement No. 2 dated as of March 1, 1981, between The Chesapeake and Ohio Railway Company, Mercantile-Safe Deposit and Trust Company, as Agent, and The Connecticut Bank and Trust Company, as Trustee, amending the following documents:

(a) a Reconstruction and Conditional Sale Agreement dated as of March 15, 1980, between Mercantile-Safe Deposit and Trust Company, as Agent, The Chesapeake and Ohio Railway Company and The Connecticut Bank and Trust Company, as Trustee, filed under Recordation No. 11663 on April 10, 1980;

(b) a Transfer Agreement dated as of March 15, 1980, between The Connecticut Bank and Trust Company, as Trustee, and Mercantile-Safe Deposit and Trust Company, as Agent, filed under Recordation No. 11663-A on April 10, 1980;

RALPH L. McAFEE  
HENRY W. DEKOSMIAN  
ALLEN F. MAULSBY  
STEWART R. BROSS, JR.  
HENRY P. RIORDAN  
JOHN R. HUPPER  
SAMUEL C. BUTLER  
WILLIAM J. SCHRENK, JR.  
BENJAMIN F. CRANE  
FRANCIS F. RANDOLPH, JR.  
JOHN F. HUNT  
GEORGE J. GILLESPIE, III  
RICHARD S. SIMMONS  
WAYNE E. CHAPMAN  
THOMAS D. BARR  
MELVIN L. BEDRICK  
GEORGE T. LOWY  
ROBERT ROSENMAN  
JAMES H. DUFFY  
ALAN J. HRUSKA  
JOHN E. YOUNG  
JAMES M. EDWARDS  
DAVID G. ORMSBY  
DAVID L. SCHWARTZ  
RICHARD J. HIEGEL

FREDERICK A. O. SCHWARZ, JR.  
CHRISTINE BESHAR  
ROBERT S. RIFKIND  
DAVID BOIES  
DAVID O. BROWNWOOD  
PAUL M. DODYK  
RICHARD M. ALLEN  
THOMAS R. BROME  
ROBERT D. JOFFE  
ROBERT F. MULLEN  
ALLEN FINKELSON  
RONALD S. ROLFE  
JOSEPH R. SAHID  
PAUL C. SAUNDERS  
MARTIN L. SENZEL  
DOUGLAS D. BROADWATER  
ALAN C. STEPHENSON  
RICHARD L. HOFFMAN  
JOSEPH A. MULLINS  
MAX R. SHULMAN  
WILLIAM P. DICKEY  
STUART W. GOLD  
JOHN W. WHITE  
JOHN E. BEERBOWER

COUNSEL  
MAURICE T. MOORE  
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GEORGE B. TURNER  
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GEORGE O. TYLER  
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33 THROGMORTON STREET  
LONDON, EC2N 2BR, ENGLAND  
TELEPHONE: 1-606-1421  
TELEX: 8614901

FEE OPERATION ST.

Mrs. Lee -  
we think this

will be  
11663-F

Wm. Fountain  
Counsel

**Interstate Commerce Commission**  
Washington, D.C. 20423

6/16/81

OFFICE OF THE SECRETARY

**Jacqueline B. Goodyear**  
**Cravath, Swaine & Moore**  
**One Chase Manhattan Plaza**  
**New York, N.Y. 10005**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **6/16/81** at **10:35am**, and assigned re-  
recording number(s). **11663-F**

Sincerely yours,

*James H. Bayne*  
~~Agatha L. Mergenovich~~  
*Acting* Secretary

Enclosure(s)

SE-30  
(7/79)

JUN 16 1981 -10 35 AM

## INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT No. 2 dated as of March 1, 1981, between THE CHESAPEAKE AND OHIO RAILWAY COMPANY (the "Lessee" or the "Builder"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (the "Agent"), and THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity but solely as trustee (the "Lessor") under a Trust Agreement dated as of March 15, 1980, with GENERAL ELECTRIC CREDIT CORPORATION and CONNELL RICE & SUGAR CO., INC. (Connell Leasing Company Division) (the "Owners").

[CS&amp;M Ref. 2043-981]

The Agent, the Builder and the Lessor have entered into a Reconstruction and Conditional Sale Agreement dated as of March 15, 1980 (the "RCSA"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663.

The Lessor and the Agent have entered into a Transfer Agreement dated as of March 15, 1980 (the "Transfer Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663-A.

The Lessee and the Lessor have entered into a Lease of Railroad Equipment dated as of March 15, 1980 (the "Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663-B.

The Lessor and the Lessee have entered into a Hulk Purchase Agreement dated as of March 15, 1980 (the "Hulk Purchase Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663-D.

The parties hereto have agreed to amend the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement to include only the units of equipment which were sold to the Lessor, reconstructed by the Builder and leased to the Lessee, all in accordance with the terms of such docu-

ments. Accordingly, the parties hereto hereby agree as follows:

1. Schedule A to the RCSA is hereby deleted and Item 1 hereto is hereby substituted therefor.
2. Annex I to the Transfer Agreement is hereby deleted and Item 2 hereto is hereby substituted therefor.
3. Schedule A to the Lease is hereby deleted and Item 3 hereto is hereby substituted therefor.
4. Annex I to the Hulk Purchase Agreement is hereby deleted and Item 4 hereto is hereby substituted therefor.
5. The Lessee shall cause this Amendment Agreement to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.
6. Except as amended hereby, the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement shall remain in full force and effect. Any reference to such documents in such documents or in any document contemplated thereby shall mean such documents as amended hereby.
7. This Amendment Agreement may be executed in any number of counterparts, which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed by duly authorized officers as of the date first set forth above.

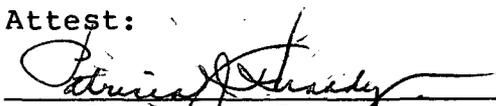
THE CHESAPEAKE AND OHIO RAILWAY  
COMPANY,

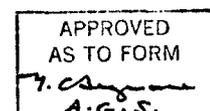
by

  
Assistant Vice President  
and Treasurer

[Corporate Seal]

Attest:

  
Corporate Secretary



MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent,

by

Assistant Vice President

[Corporate Seal]

Attest:

Corporate Trust Officer

THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity, but solely as Trustee,

by

[Corporate Seal]

Attest:

\_\_\_\_\_

STATE OF OHIO, )  
 ) ss.:  
COUNTY OF CUYAHOGA,)

On this 27<sup>th</sup> day of *May* 1981, before me personally appeared *L. C. Roig, Jr.*, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President and Treasurer of THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

My Commission expires

*Clara Masuga*  
\_\_\_\_\_  
Notary Public  
CLARA MASUGA, Notary Public  
State of Ohio - Cuyahoga County  
My Commission Expires April 21, 1984

STATE OF MARYLAND, )  
 ) ss.:  
CITY OF BALTIMORE, )

On this        day of        1981, before me personally appeared       , to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

My Commission expires

\_\_\_\_\_  
Notary Public



Consent of Owners

The Owners hereby consent to the foregoing Amendment Agreement No. 2 and hereby authorize the Lessor to execute and deliver said Amendment.

GENERAL ELECTRIC CREDIT CORPORATION,

by

\_\_\_\_\_

CONNELL RICE & SUGAR CO., INC.  
(Connell Leasing Company Division),

by

\_\_\_\_\_

RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

SCHEDULE A

Specifications of the Equipment

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>	<u>Estimated Hulk Purchase Price Per Unit</u>	<u>Estimated Base Reconstruction Cost Per Unit</u>	<u>Estimated Total Hulk Purchase Price and Reconstruction Cost Per Unit</u>
357	XL	50' 50-Ton Box Cars	Schedule A	\$ 5,923	\$ 7,255	\$13,178
133	XL	50'6" 70-Ton Box Cars	Schedule B	5,923	7,255	13,178
2	HM	60-Ton Open Top Hopper Cars	Schedule C	2,156	7,784	9,940
672	HT	70-Ton Open Top Hopper Cars	Schedule D	4,167	8,106	12,273
75	HT	80-Ton Open Top Hopper Cars	Schedule E	4,472	7,363	11,835
69	HT	100-Ton** Open Top Hopper Cars	Schedule F-1	10,870	6,965	17,835
37	-	30-Ton All Steel Cupola Caboose	Schedule G	5,000	20,381	25,381

1,345

Item 1 to Amendment Agreement

\* See attached Schedules.

\*\* Reconstructed from the 85-Ton Open Top Hopper Cars listed in Schedule E.

Item 2 to Amendment Agreement

TRANSFER AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
357	50' 50-Ton Box Cars	Schedule A
133	50'6" 70-Ton Box Cars	Schedule B
2	60-Ton Open Top Hopper Cars	Schedule C
672	70-Ton Open Top Hopper Cars	Schedule D
75	80-Ton Open Top Hopper Cars	Schedule E
69	85-Ton Open Top Hopper Cars	Schedule F
37	30-Ton All Steel Cupola Cabooses	Schedule G
<u>1345</u>		

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\* See attached Schedules.

Item 3 to Amendment Agreement

LEASE OF RAILROAD EQUIPMENT

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
357	50' 50-Ton Box Cars	Schedule A
133	50'6" 70-Ton Box Cars	Schedule B
2	60-Ton Open Top Hopper Cars	Schedule C
672	70-Ton Open Top Hopper Cars	Schedule D
75	80-Ton Open Top Hopper Cars	Schedule E
69	100-Ton Open Top Hopper Cars	Schedule F-1
37	30-Ton All Steel Cupola Cabooses	Schedule G
<u>1345</u>		

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\* See attached Schedules.

Item 4 to Amendment Agreement

HULK PURCHASE AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers</u>	<u>Estimated Hulk Purchase Price Per Unit</u>
357	50' 50-Ton Box Cars	Schedule A	\$ 5,923
133	50'6" 70-Ton Box Cars	Schedule B	5,923
2	60-Ton Open Top Hopper Cars	Schedule C	2,156
672	70-Ton Open Top Hopper Cars	Schedule D	4,167
75	80-Ton Open Top Hopper Cars	Schedule E	4,472
69	85-Ton Open Top Hopper Cars	Schedule F	10,870
37	30-Ton All Steel Cupola Cabooses	Schedule G	5,000
<u>1345</u>			

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\* See attached Schedules.

## RAILROAD ROAD NUMBERS

## SCHEDULE A

## 50' 50-TON BOX CARS

CO22010	CO23087	CO23210	CO27811	CO28098	CO28337
22016	23090	23215	27812	28104	28345
22020	23093	23226	27815	28106	28347
22023	23095	23230	27820	28107	28351
22046	23097	23232	27832	28120	28352
22048	23099	23238	27838	28121	28353
22056	23100	23241	27841	28132	28359
22057	23103	23244	27844	28143	28361
22067	23104	23247	27850	28149	28362
22074	23105	23252	27856	28150	28366
22079	23106	23253	27858	28151	28367
22083	23108	23255	27859	28157	28375
22084	23109	23263	27868	28160	28379
22088	23110	23264	27882	28169	28393
22091	23114	23269	27892	28170	28405
22092	23115	23274	27894	28184	28407
22096	23125	23276	27897	28186	28417
22112	23127	23279	27909	28189	28428
22115	23131	23282	27914	28190	28430
22120	23137	23285	27918	28199	28433
22122	23140	23286	27921	28200	28438
22126	23142	23288	27925	28201	28441
22139	23151	23289	27934	28205	28454
22146	23152	23291	27935	28209	28461
22148	23154	23297	27936	28220	28466
22151	23157	23299	27938	28221	28474
22160	23158	23300	27941	28223	28477
22174	23159	23301	27950	28226	28483
22175	23160	23304	27951	28228	28489
22176	23162	23310	27952	28230	28505
22184	23165	23313	27969	28234	28508
22185	23171	23318	27993	28240	28510
22190	23173	23319	28002	28241	28522
22192	23175	23320	28006	28248	28524
22204	23176	27750	28019	28249	28529
22205	23178	27754	28023	28262	28534
22211	23179	27757	28025	28269	28536
22214	23182	27762	28030	28276	28544
22219	23184	27773	28035	28282	28547
22226	23188	27774	28038	28283	28548
22235	23190	27776	28045	28284	28549
22238	23192	27781	28051	28296	28553
22244	23196	27783	28053	28309	28555
23071	23199	27785	28065	28322	28558
23079	23200	27787	28072	28325	28566
23081	23205	27792	28084	28326	28570
23084	23207	27800	28091	28330	28571

## SCHEDULE A (Con't)

## 50' 50-TON BOX CARS

CO 28572	CO28645	CO28718	CO28772	CO28841	CO28931
28581	28647	28719	28775	28851	28933
28599	28654	28720	28777	28855	28936
28601	28665	28723	28788	28861	28946
28606	28672	28730	28789	28866	28948
28610	28673	28731	28794	28879	28949
28612	28676	28732	28819	28890	28965
28613	28681	28734	28825	28910	28966
28619	28684	28742	28831	28913	28970
28620	28686	28745	28837	28917	28976
28632	28709	28748	28838	28918	28982
28636	28713	28759	28839	28923	28996
28644	28715	28769			

## SCHEDULE B

## 50'6" 70-TON BOX CARS

CO22251	CO22355	CO22458	CO22505	CO22546	CO22587
22252	22362	22462	22507	22547	22589
22262	22367	22463	22508	22552	22591
22263	22377	22467	22509	22553	22593
22269	22383	22468	22513	22554	22596
22273	22388	22469	22514	22556	22598
22281	22394	22470	22515	22559	22603
22282	22407	22475	22519	22561	22604
22283	22409	22477	22520	22563	22605
22292	22411	22480	22523	22569	22606
22295	22415	22481	22524	22570	22608
22296	22421	22483	22525	22571	22610
22299	22426	22484	22527	22572	22611
22305	22427	22487	22528	22573	22612
22313	22428	22489	22531	22574	22617
22322	22434	22492	22534	22575	22622
22330	22439	22494	22535	22577	22623
22334	22450	22495	22536	22578	22624
22335	22451	22497	22540	22579	22632
22337	22454	22498	22541	22580	22639
22338	22456	22499	22542	22582	22646
22340	22457	22502	22544	22585	22647
22347					

## SCHEDULE C

## 60-TON OPEN TOP HOPPER CARS

CO336168      CO336311

## SCHEDULE D

## 70-TON OPEN TOP HOPPER CARS

CO103003	CO103220	CO103380	CO103503	CO103672	CO103861
103031	103234	103386	103529	103686	103872
103037	103245	103389	103535	103704	103880
103082	103263	103393	103544	103713	103903
103101	103280	103413	103562	103714	103916
103104	103285	103423	103566	103724	103940
103117	103311	103453	103590	103727	103941
103125	103314	103454	103615	103732	103943
103139	103331	103457	103620	103733	103959
103157	103345	103472	103625	103804	103970
103159	103370	103476	103662	103852	103971
103192	103377	103488	103669	103855	103989

CO110051	CO110191	CO110460	CO110821	CO111399	CO112391
110060	110222	110555	110904	111424	112600
110068	110243	110577	111054	111662	112844
110073	110300	110588	111128	111673	113073
110085	110377	110636	111161	111858	113463
110121	110445	110648	111283	111949	113940
110171	110448	110782	111357	112352	115202
110189					

## SCHEDULE D (Cont.)

## 70-TON OPEN TOP HOPPER CARS

CO150010	CO150326	CO150545	CO150768	CO151197	CO151615
150035	150327	150566	150778	151220	151657
150065	150334	150575	150798	151282	151662
150146	150370	150607	150799	151297	151663
150195	150379	150624	150802	151323	151670
150212	150393	150636	150853	151353	151684
150236	150403	150648	150915	151401	151774
150248	150424	150674	150965	151413	151781
150249	150445	150678	151008	151455	151863
150296	150496	150693	151061	151457	151867
150298	150522	150731	151097	151574	151903
			151177	151588	151976
BO10093	BO11745	BO12561	BO13199	BO13966	BO14604
10139	11813	12567	13212	13996	14650
10308	11819	12569	13214	14028	14652
10357	11823	12595	13220	14035	14684
10710	11866	12607	13222	14051	14705
10746	11876	12619	13237	14080	14709
10747	11895	12622	13258	14090	14742
10751	11901	12671	13260	14099	14743
10870	11919	12719	13271	14175	14793
10879	11926	12725	13309	14194	14796
10943	11992	12775	13338	14205	14824
11026	12016	12778	13384	14222	14836
11032	12031	12785	13404	14236	14861
11042	12057	12808	13413	14265	14881
11065	12084	12858	13453	14329	14894
11070	12101	12878	13490	14334	14924
11125	12130	12916	13567	14335	14957
11149	12146	12920	13570	14336	15039
11158	12151	12932	13591	14350	15047
11227	12154	12998	13599	14356	15062
11232	12179	13006	13610	14368	15099
11263	12217	13023	13617	14376	15142
11337	12251	13031	13618	14385	15143
11409	12274	13036	13642	14427	15145
11422	12280	13047	13709	14447	15149
11533	12294	13049	13711	14461	15157
11534	12382	13056	13759	14462	15159
11582	12398	13059	13768	14471	15167
11614	12403	13071	13784	14477	15175
11615	12421	13078	13795	14479	15177
11640	12466	13089	13802	14502	15184
11674	12469	13130	13827	14515	15204
11683	12490	13164	13839	14524	15232
11685	12544	13173	13868	14525	15239
11727	12549	13190	13906	14571	

## SCHEDULE D (Cont.)

## 70-TON OPEN TOP HOPPER CARS

WM70003	WM70343	WM70697	WM71062	WM71425	WM80126
70026	70345	70698	71063	71432	80136
70027	70365	70700	71065	71435	80155
70028	70367	70702	71072	71437	80173
70037	70372	70706	71074	71440	80178
70045	70374	70707	71081	71446	80180
70055	70377	70711	71095	71456	80191
70058	70389	70715	71102	71457	80204
70066	70404	70733	71104	71460	80215
70075	70407	70750	71108	71466	80237
70091	70416	70755	71113	71467	80248
70104	70423	70760	71115	71480	80267
70113	70425	70779	71128	71484	80272
70114	70431	70785	71151	71495	80281
70115	70437	70790	71169	72011	80290
70126	70453	70799	71173	72048	80291
70131	70454	70804	71180	72087	80295
70141	70458	70824	71189	72138	80300
70142	70460	70841	71199	72146	80308
70145	70478	70844	71223	72179	80322
70146	70485	70855	71226	72191	80331
70148	70488	70867	71227	72253	80342
70150	70498	70869	71231	72302	80367
70152	70499	70874	71236	72323	80369
70154	70500	70877	71269	72341	80380
70177	70505	70882	71284	72348	80385
70178	70519	70892	71286	72364	80387
70183	70535	70902	71288	72368	80402
70188	70542	70908	71289	72372	80407
70190	70551	70913	71293	80012	80415
70192	70553	70917	71294	80017	80427
70203	70554	70922	71298	80023	80428
70219	70585	70926	71323	80043	80430
70233	70595	70928	71324	80046	80437
70242	70602	70932	71330	80047	80442
70250	70608	70939	71331	80049	80444
70251	70633	70954	71334	80054	80445
70257	70642	70959	71348	80059	80457
70258	70660	70965	71352	80066	80458
70267	70671	70977	71360	80076	80459
70280	70674	70984	71362	80079	80460
70287	70675	71001	71366	80085	80464
70290	70683	71034	71379	80093	80465
70309	70687	71043	71388	80094	80469
70312	70690	71045	71402	80106	80488
70328	70693	71052	71403	80122	80500
70331	70696	71061			

## SCHEDULE E

## 80-TON OPEN TOP HOPPER CARS

BO152085	BO152981	BO153423	BO153918	BO154774	BO155123
152125	153045	153522	153971	154843	155241
152135	153207	153528	153974	154881	155418
152233	153224	153689	153987	154894	155507
152380	153246	153712	154097	154937	155616
152511	153276	153714	154364	155010	155653
152558	153312	153721	154503	155059	155867
152836	153390	153764	154586		
CO152098	CO152501	CO152957	CO153520	CO153958	CO154902
152242	152559	153112	153537	154474	155312
152250	152640	153211	153546	154672	155477
152303	152671	153267	153578	154831	155581
152451	152732	153369	153844	154838	

## SCHEDULE F

## 85-TON OPEN TOP HOPPER CARS

CO85069	CO85529	CO85810	CO86143	CO86438	CO86769
85131	85587	85955	86221	86464	86774
85149	85613	85962	86223	86515	86830
85158	85627	85980	86258	86521	86866
85165	85661	85990	86292	86528	86888
85197	85696	86025	86316	86568	86922
85234	85727	86030	86324	86605	86934
85264	85732	86052	86337	86609	86937
85331	85757	86060	86380	86692	86952
85350	85767	86074	86382	86698	86960
85475	85796	86101	86434	86727	86984
85476	85800	86107			

## SCHEDULE F-1

## 100-TON OPEN TOP HOPPER CARS\*

CO196000	CO196012	CO196024	CO196036	CO196047	CO196058
196001	196013	196025	196037	196048	196059
196002	196014	196026	196038	196049	196060
196003	196015	196027	196039	196050	196061
196004	196016	196028	196040	196051	196062
196005	196017	196029	196041	196052	196063
196006	196018	196030	196042	196053	196064
196007	196019	196031	196043	196054	196065
196008	196020	196032	196044	196055	196066
196009	196021	196033	196045	196056	196067
196010	196022	196034	196046	196057	196068
196011	196023	196035			

## SCHEDULE G

## 30-TON ALL STEEL CUPOLA CABOOSSES

CO90200	CO90217	CO90230	CO90241	CO90262	CO90299
90201	90218	90231	90244	90263	90304
90203	90221	90232	90247	90264	90310
90206	90223	90233	90249	90268	90326
90209	90224	90237	90258	90272	90335
90213	90229	90238	90260	90294	90342
90214					

\* 100-TON OPEN TOP HOPPER CARS WERE RECONSTRUCTED FROM THE 85-TON OPEN TOP HOPPER CARS LISTED IN SCHEDULE F.

AMENDMENT AGREEMENT No. 2 dated as of March 1, 1981, between THE CHESAPEAKE AND OHIO RAILWAY COMPANY (the "Lessee" or the "Builder"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (the "Agent"), and THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity but solely as trustee (the "Lessor") under a Trust Agreement dated as of March 15, 1980, with GENERAL ELECTRIC CREDIT CORPORATION and CONNELL RICE & SUGAR CO., INC. (Connell Leasing Company Division) (the "Owners").

[CS&M Ref. 2043-981]

The Agent, the Builder and the Lessor have entered into a Reconstruction and Conditional Sale Agreement dated as of March 15, 1980 (the "RCSA"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663.

The Lessor and the Agent have entered into a Transfer Agreement dated as of March 15, 1980 (the "Transfer Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663-A.

The Lessee and the Lessor have entered into a Lease of Railroad Equipment dated as of March 15, 1980 (the "Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663-B.

The Lessor and the Lessee have entered into a Hulk Purchase Agreement dated as of March 15, 1980 (the "Hulk Purchase Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663-D.

The parties hereto have agreed to amend the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement to include only the units of equipment which were sold to the Lessor, reconstructed by the Builder and leased to the Lessee, all in accordance with the terms of such docu-

ments. Accordingly, the parties hereto hereby agree as follows:

1. Schedule A to the RCSA is hereby deleted and Item 1 hereto is hereby substituted therefor.

2. Annex I to the Transfer Agreement is hereby deleted and Item 2 hereto is hereby substituted therefor.

3. Schedule A to the Lease is hereby deleted and Item 3 hereto is hereby substituted therefor.

4. Annex I to the Hulk Purchase Agreement is hereby deleted and Item 4 hereto is hereby substituted therefor.

5. The Lessee shall cause this Amendment Agreement to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

6. Except as amended hereby, the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement shall remain in full force and effect. Any reference to such documents in such documents or in any document contemplated thereby shall mean such documents as amended hereby.

7. This Amendment Agreement may be executed in any number of counterparts, which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed by duly authorized officers as of the date first set forth above.

THE CHESAPEAKE AND OHIO RAILWAY  
COMPANY,

by

\_\_\_\_\_  
Assistant Vice President  
and Treasurer

[Corporate Seal]

Attest:

\_\_\_\_\_  
Corporate Secretary

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent,

by

*R. L. ...*

Assistant Vice President

[Corporate Seal]

Attest:

*F. H. ...*

Corporate Trust Officer

THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity, but solely as Trustee,

by

\_\_\_\_\_

[Corporate Seal]

Attest:

\_\_\_\_\_

STATE OF OHIO, )  
 ) ss.:  
COUNTY OF CUYAHOGA, )

On this            day of            1981, before me personally appeared            , to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President and Treasurer of THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires

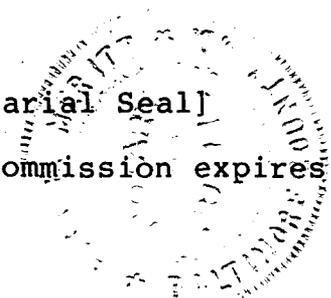
STATE OF MARYLAND, )  
 ) ss.:  
CITY OF BALTIMORE, )

On this 22<sup>nd</sup> day of *May* 1981, before me personally appeared *R.W. Perkins*, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

*Paul B. Meritt*  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires *7-1-82*





Consent of Owners

The Owners hereby consent to the foregoing Amendment Agreement No. 2 and hereby authorize the Lessor to execute and deliver said Amendment.

GENERAL ELECTRIC CREDIT CORPORATION,

by

\_\_\_\_\_

CONNELL RICE & SUGAR CO., INC.  
(Connell Leasing Company Division),

by

\_\_\_\_\_

RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

SCHEDULE A

Specifications of the Equipment

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>	<u>Estimated Hulk Purchase Price Per Unit</u>	<u>Estimated Base Reconstruction Cost Per Unit</u>	<u>Estimated Total Hulk Purchase Price and Reconstruction Cost Per Unit</u>
357	XL	50' 50-Ton Box Cars	Schedule A	\$ 5,923	\$ 7,255	\$13,178
133	XL	50'6" 70-Ton Box Cars	Schedule B	5,923	7,255	13,178
2	HM	60-Ton Open Top Hopper Cars	Schedule C	2,156	7,784	9,940
672	HT	70-Ton Open Top Hopper Cars	Schedule D	4,167	8,106	12,273
75	HT	80-Ton Open Top Hopper Cars	Schedule E	4,472	7,363	11,835
69	HT	100-Ton** Open Top Hopper Cars	Schedule F-1	10,870	6,965	17,835
37	-	30-Ton All Steel Cupola Caboose	Schedule G	5,000	20,381	25,381
<hr/>						
						1,345

\* See attached Schedules.

\*\* Reconstructed from the 85-Ton Open Top Hopper Cars listed in Schedule F.

Item 2 to Amendment Agreement

TRANSFER AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
357	50' 50-Ton Box Cars	Schedule A
133	50'6" 70-Ton Box Cars	Schedule B
2	60-Ton Open Top Hopper Cars	Schedule C
672	70-Ton Open Top Hopper Cars	Schedule D
75	80-Ton Open Top Hopper Cars	Schedule E
69	85-Ton Open Top Hopper Cars	Schedule F
37	30-Ton All Steel Cupola Cabooses	Schedule G
<u>1345</u>		

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\* See attached Schedules.

Item 3 to Amendment Agreement

LEASE OF RAILROAD EQUIPMENT

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
357	50' 50-Ton Box Cars	Schedule A
133	50'6" 70-Ton Box Cars	Schedule B
2	60-Ton Open Top Hopper Cars	Schedule C
672	70-Ton Open Top Hopper Cars	Schedule D
75	80-Ton Open Top Hopper Cars	Schedule E
69	100-Ton Open Top Hopper Cars	Schedule F-1
37	30-Ton All Steel Cupola Cabooses	Schedule G
<u>1345</u>		

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\* See attached Schedules.

Item 4 to Amendment Agreement

HULK PURCHASE AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers</u>	<u>Estimated Hulk Purchase Price Per Unit</u>
357	50' 50-Ton Box Cars	Schedule A	\$ 5,923
133	50'6" 70-Ton Box Cars	Schedule B	5,923
2	60-Ton Open Top Hopper Cars	Schedule C	2,156
672	70-Ton Open Top Hopper Cars	Schedule D	4,167
75	80-Ton Open Top Hopper Cars	Schedule E	4,472
69	85-Ton Open Top Hopper Cars	Schedule F	10,870
37	30-Ton All Steel Cupola Cabooses	Schedule G	5,000
<u>1345</u>			

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\* See attached Schedules.

## RAILROAD ROAD NUMBERS

## SCHEDULE A

## 50' 50-TON BOX CARS

CO22010	CO23087	CO23210	CO27811	CO28098	CO28337
22016	23090	23215	27812	28104	28345
22020	23093	23226	27815	28106	28347
22023	23095	23230	27820	28107	28351
22046	23097	23232	27832	28120	28352
22048	23099	23238	27838	28121	28353
22056	23100	23241	27841	28132	28359
22057	23103	23244	27844	28143	28361
22067	23104	23247	27850	28149	28362
22074	23105	23252	27856	28150	28366
22079	23106	23253	27858	28151	28367
22083	23108	23255	27859	28157	28375
22084	23109	23263	27868	28160	28379
22088	23110	23264	27882	28169	28393
22091	23114	23269	27892	28170	28405
22092	23115	23274	27894	28184	28407
22096	23125	23276	27897	28186	28417
22112	23127	23279	27909	28189	28428
22115	23131	23282	27914	28190	28430
22120	23137	23285	27918	28199	28433
22122	23140	23286	27921	28200	28438
22126	23142	23288	27925	28201	28441
22139	23151	23289	27934	28205	28454
22146	23152	23291	27935	28209	28461
22148	23154	23297	27936	28220	28466
22151	23157	23299	27938	28221	28474
22160	23158	23300	27941	28223	28477
22174	23159	23301	27950	28226	28483
22175	23160	23304	27951	28228	28489
22176	23162	23310	27952	28230	28505
22184	23165	23313	27969	28234	28508
22185	23171	23318	27993	28240	28510
22190	23173	23319	28002	28241	28522
22192	23175	23320	28006	28248	28524
22204	23176	27750	28019	28249	28529
22205	23178	27754	28023	28262	28534
22211	23179	27757	28025	28269	28536
22214	23182	27762	28030	28276	28544
22219	23184	27773	28035	28282	28547
22226	23188	27774	28038	28283	28548
22235	23190	27776	28045	28284	28549
22238	23192	27781	28051	28296	28553
22244	23196	27783	28053	28309	28555
23071	23199	27785	28065	28322	28558
23079	23200	27787	28072	28325	28566
23081	23205	27792	28084	28326	28570
23084	23207	27800	28091	28330	28571

## SCHEDULE A (Con't)

## 50' 50-TON BOX CARS

CO28572	CO28645	CO28718	CO28772	CO28841	CO28931
28581	28647	28719	28775	28851	28933
28599	28654	28720	28777	28855	28936
28601	28665	28723	28788	28861	28946
28606	28672	28730	28789	28866	28948
28610	28673	28731	28794	28879	28949
28612	28676	28732	28819	28890	28965
28613	28681	28734	28825	28910	28966
28619	28684	28742	28831	28913	28970
28620	28686	28745	28837	28917	28976
28632	28709	28748	28838	28918	28982
28636	28713	28759	28839	28923	28996
28644	28715	28769			

## SCHEDULE B

## 50'6" 70-TON BOX CARS

CO22251	CO22355	CO22458	CO22505	CO22546	CO22587
22252	22362	22462	22507	22547	22589
22262	22367	22463	22508	22552	22591
22263	22377	22467	22509	22553	22593
22269	22383	22468	22513	22554	22596
22273	22388	22469	22514	22556	22598
22281	22394	22470	22515	22559	22603
22282	22407	22475	22519	22561	22604
22283	22409	22477	22520	22563	22605
22292	22411	22480	22523	22569	22606
22295	22415	22481	22524	22570	22608
22296	22421	22483	22525	22571	22610
22299	22426	22484	22527	22572	22611
22305	22427	22487	22528	22573	22612
22313	22428	22489	22531	22574	22617
22322	22434	22492	22534	22575	22622
22330	22439	22494	22535	22577	22623
22334	22450	22495	22536	22578	22624
22335	22451	22497	22540	22579	22632
22337	22454	22498	22541	22580	22639
22338	22456	22499	22542	22582	22646
22340	22457	22502	22544	22585	22647
22347					

## SCHEDULE C

## 60-TON OPEN TOP HOPPER CARS

CO336168      CO336311

## SCHEDULE D

## 70-TON OPEN TOP HOPPER CARS

CO103003	CO103220	CO103380	CO103503	CO103672	CO103861
103031	103234	103386	103529	103686	103872
103037	103245	103389	103535	103704	103880
103082	103263	103393	103544	103713	103903
103101	103280	103413	103562	103714	103916
103104	103285	103423	103566	103724	103940
103117	103311	103453	103590	103727	103941
103125	103314	103454	103615	103732	103943
103139	103331	103457	103620	103733	103959
103157	103345	103472	103625	103804	103970
103159	103370	103476	103662	103852	103971
103192	103377	103488	103669	103855	103989

CO110051	CO110191	CO110460	CO110821	CO111399	CO112391
110060	110222	110555	110904	111424	112600
110068	110243	110577	111054	111662	112844
110073	110300	110588	111128	111673	113073
110085	110377	110636	111161	111858	113463
110121	110445	110648	111283	111949	113940
110171	110448	110782	111357	112352	115202
110189					

## SCHEDULE D (Cont.)

## 70-TON OPEN TOP HOPPER CARS

CO150010	CO150326	CO150545	CO150768	CO151197	CO151615
150035	150327	150566	150778	151220	151657
150065	150334	150575	150798	151282	151662
150146	150370	150607	150799	151297	151663
150195	150379	150624	150802	151323	151670
150212	150393	150636	150853	151353	151684
150236	150403	150648	150915	151401	151774
150248	150424	150674	150965	151413	151781
150249	150445	150678	151008	151455	151863
150296	150496	150693	151061	151457	151867
150298	150522	150731	151097	151574	151903
			151177	151588	151976
BO10093	BO11745	BO12561	BO13199	BO13966	BO14604
10139	11813	12567	13212	13996	14650
10308	11819	12569	13214	14028	14652
10357	11823	12595	13220	14035	14684
10710	11866	12607	13222	14051	14705
10746	11876	12619	13237	14080	14709
10747	11895	12622	13258	14090	14742
10751	11901	12671	13260	14099	14743
10870	11919	12719	13271	14175	14793
10879	11926	12725	13309	14194	14796
10943	11992	12775	13338	14205	14824
11026	12016	12778	13384	14222	14836
11032	12031	12785	13404	14236	14861
11042	12057	12808	13413	14265	14881
11065	12084	12858	13453	14329	14894
11070	12101	12878	13490	14334	14924
11125	12130	12916	13567	14335	14957
11149	12146	12920	13570	14336	15039
11158	12151	12932	13591	14350	15047
11227	12154	12998	13599	14356	15062
11232	12179	13006	13610	14368	15099
11263	12217	13023	13617	14376	15142
11337	12251	13031	13618	14385	15143
11409	12274	13036	13642	14427	15145
11422	12280	13047	13709	14447	15149
11533	12294	13049	13711	14461	15157
11534	12382	13056	13759	14462	15159
11582	12398	13059	13768	14471	15167
11614	12403	13071	13784	14477	15175
11615	12421	13078	13795	14479	15177
11640	12466	13089	13802	14502	15184
11674	12469	13130	13827	14515	15204
11683	12490	13164	13839	14524	15232
11685	12544	13173	13868	14525	15239
11727	12549	13190	13906	14571	

## SCHEDULE D (Cont.)

## 70-TON OPEN TOP HOPPER CARS

WM70003	WM70343	WM70697	WM71062	WM71425	WM80126
70026	70345	70698	71063	71432	80136
70027	70365	70700	71065	71435	80155
70028	70367	70702	71072	71437	80173
70037	70372	70706	71074	71440	80178
70045	70374	70707	71081	71446	80180
70055	70377	70711	71095	71456	80191
70058	70389	70715	71102	71457	80204
70066	70404	70733	71104	71460	80215
70075	70407	70750	71108	71466	80237
70091	70416	70755	71113	71467	80248
70104	70423	70760	71115	71480	80267
70113	70425	70779	71128	71484	80272
70114	70431	70785	71151	71495	80281
70115	70437	70790	71169	72011	80290
70126	70453	70799	71173	72048	80291
70131	70454	70804	71180	72087	80295
70141	70458	70824	71189	72138	80300
70142	70460	70841	71199	72146	80308
70145	70478	70844	71223	72179	80322
70146	70485	70855	71226	72191	80331
70148	70488	70867	71227	72253	80342
70150	70498	70869	71231	72302	80367
70152	70499	70874	71236	72323	80369
70154	70500	70877	71269	72341	80380
70177	70505	70882	71284	72348	80385
70178	70519	70892	71286	72364	80387
70183	70535	70902	71288	72368	80402
70188	70542	70908	71289	72372	80407
70190	70551	70913	71293	80012	80415
70192	70553	70917	71294	80017	80427
70203	70554	70922	71298	80023	80428
70219	70585	70926	71323	80043	80430
70233	70595	70928	71324	80046	80437
70242	70602	70932	71330	80047	80442
70250	70608	70939	71331	80049	80444
70251	70633	70954	71334	80054	80445
70257	70642	70959	71348	80059	80457
70258	70660	70965	71352	80066	80458
70267	70671	70977	71360	80076	80459
70280	70674	70984	71362	80079	80460
70287	70675	71001	71366	80085	80464
70290	70683	71034	71379	80093	80465
70309	70687	71043	71388	80094	80469
70312	70690	71045	71402	80106	80488
70328	70693	71052	71403	80122	80500
70331	70696	71061			

## SCHEDULE E

## 80-TON OPEN TOP HOPPER CARS

BO152085	BO152981	BO153423	BO153918	BO154774	BO155123
152125	153045	153522	153971	154843	155241
152135	153207	153528	153974	154881	155418
152233	153224	153689	153987	154894	155507
152380	153246	153712	154097	154937	155616
152511	153276	153714	154364	155010	155653
152558	153312	153721	154503	155059	155867
152836	153390	153764	154586		
CO152098	CO152501	CO152957	CO153520	CO153958	CO154902
152242	152559	153112	153537	154474	155312
152250	152640	153211	153546	154672	155477
152303	152671	153267	153578	154831	155581
152451	152732	153369	153844	154838	

## SCHEDULE F

## 85-TON OPEN TOP HOPPER CARS

CO85069	CO85529	CO85810	CO86143	CO86438	CO86769
85131	85587	85955	86221	86464	86774
85149	85613	85962	86223	86515	86830
85158	85627	85980	86258	86521	86866
85165	85661	85990	86292	86528	86888
85197	85696	86025	86316	86568	86922
85234	85727	86030	86324	86605	86934
85264	85732	86052	86337	86609	86937
85331	85757	86060	86380	86692	86952
85350	85767	86074	86382	86698	86960
85475	85796	86101	86434	86727	86984
85476	85800	86107			

## SCHEDULE F-1

## 100-TON OPEN TOP HOPPER CARS\*

CO196000	CO196012	CO196024	CO196036	CO196047	CO196058
196001	196013	196025	196037	196048	196059
196002	196014	196026	196038	196049	196060
196003	196015	196027	196039	196050	196061
196004	196016	196028	196040	196051	196062
196005	196017	196029	196041	196052	196063
196006	196018	196030	196042	196053	196064
196007	196019	196031	196043	196054	196065
196008	196020	196032	196044	196055	196066
196009	196021	196033	196045	196056	196067
196010	196022	196034	196046	196057	196068
196011	196023	196035			

## SCHEDULE G

## 30-TON ALL STEEL CUPOLA CABOUSES

CO90200	CO90217	CO90230	CO90241	CO90262	CO90299
90201	90218	90231	90244	90263	90304
90203	90221	90232	90247	90264	90310
90206	90223	90233	90249	90268	90326
90209	90224	90237	90258	90272	90335
90213	90229	90238	90260	90294	90342
90214					

\* 100-TON OPEN TOP HOPPER CARS WERE RECONSTRUCTED FROM THE 85-TON OPEN TOP HOPPER CARS LISTED IN SCHEDULE F.

AMENDMENT AGREEMENT No. 2 dated as of March 1, 1981, between THE CHESAPEAKE AND OHIO RAILWAY COMPANY (the "Lessee" or the "Builder"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (the "Agent"), and THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity but solely as trustee (the "Lessor") under a Trust Agreement dated as of March 15, 1980, with GENERAL ELECTRIC CREDIT CORPORATION and CONNELL RICE & SUGAR CO., INC. (Connell Leasing Company Division) (the "Owners").

[CS&M Ref. 2043-981]

The Agent, the Builder and the Lessor have entered into a Reconstruction and Conditional Sale Agreement dated as of March 15, 1980 (the "RCSA"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663.

The Lessor and the Agent have entered into a Transfer Agreement dated as of March 15, 1980 (the "Transfer Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663-A.

The Lessee and the Lessor have entered into a Lease of Railroad Equipment dated as of March 15, 1980 (the "Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663-B.

The Lessor and the Lessee have entered into a Hulk Purchase Agreement dated as of March 15, 1980 (the "Hulk Purchase Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663-D.

The parties hereto have agreed to amend the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement to include only the units of equipment which were sold to the Lessor, reconstructed by the Builder and leased to the Lessee, all in accordance with the terms of such docu-

ments. Accordingly, the parties hereto hereby agree as follows:

1. Schedule A to the RCSA is hereby deleted and Item 1 hereto is hereby substituted therefor.

2. Annex I to the Transfer Agreement is hereby deleted and Item 2 hereto is hereby substituted therefor.

3. Schedule A to the Lease is hereby deleted and Item 3 hereto is hereby substituted therefor.

4. Annex I to the Hulk Purchase Agreement is hereby deleted and Item 4 hereto is hereby substituted therefor.

5. The Lessee shall cause this Amendment Agreement to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

6. Except as amended hereby, the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement shall remain in full force and effect. Any reference to such documents in such documents or in any document contemplated thereby shall mean such documents as amended hereby.

7. This Amendment Agreement may be executed in any number of counterparts, which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed by duly authorized officers as of the date first set forth above.

THE CHESAPEAKE AND OHIO RAILWAY  
COMPANY,

by

\_\_\_\_\_  
Assistant Vice President  
and Treasurer

[Corporate Seal]

Attest:

\_\_\_\_\_  
Corporate Secretary

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent,

by

Assistant Vice President

[Corporate Seal]

Attest:

Corporate Trust Officer

THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity, but solely as Trustee,

by

*Clark M. Whitcomb*

**CLARK M. WHITCOMB, ASST VICE PRESIDENT**

[Corporate Seal]

Attest:

*M. J. [Signature]*





STATE OF CONNECTICUT, )  
 ) ss.: HARTFORD  
COUNTY OF HARTFORD, )

On this *22<sup>nd</sup>* day of *May* 1981, before me personally appeared **CLARK M. WHITCOMB**, to me personally known, who, being by me duly sworn, says that he is **ASSISTANT VICE PRESIDENT** of THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

*Sherree M. Daniels*

Notary Public  
**SHEREE M. DANIELS**  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 1985

[Notarial Seal]

My Commission expires

Consent of Owners

The Owners hereby consent to the foregoing Amendment Agreement No. 2 and hereby authorize the Lessor to execute and deliver said Amendment.

GENERAL ELECTRIC CREDIT CORPORATION,

by \_\_\_\_\_

CONNELL RICE & SUGAR CO., INC.  
(Connell Leasing Company Division),

by \_\_\_\_\_



Item 2 to Amendment Agreement

TRANSFER AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
357	50' 50-Ton Box Cars	Schedule A
133	50'6" 70-Ton Box Cars	Schedule B
2	60-Ton Open Top Hopper Cars	Schedule C
672	70-Ton Open Top Hopper Cars	Schedule D
75	80-Ton Open Top Hopper Cars	Schedule E
69	85-Ton Open Top Hopper Cars	Schedule F
37	30-Ton All Steel Cupola Cabooses	Schedule G
<u>1345</u>		

---

\* See attached Schedules.

Item 3 to Amendment Agreement

LEASE OF RAILROAD EQUIPMENT

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
357	50' 50-Ton Box Cars	Schedule A
133	50'6" 70-Ton Box Cars	Schedule B
2	60-Ton Open Top Hopper Cars	Schedule C
672	70-Ton Open Top Hopper Cars	Schedule D
75	80-Ton Open Top Hopper Cars	Schedule E
69	100-Ton Open Top Hopper Cars	Schedule F-1
37	30-Ton All Steel Cupola Cabooses	Schedule G
<u>1345</u>		

---

\* See attached Schedules.

Item 4 to Amendment Agreement

HULK PURCHASE AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers</u>	<u>Estimated Hulk Purchase Price Per Unit</u>
357	50' 50-Ton Box Cars	Schedule A	\$ 5,923
133	50'6" 70-Ton Box Cars	Schedule B	5,923
2	60-Ton Open Top Hopper Cars	Schedule C	2,156
672	70-Ton Open Top Hopper Cars	Schedule D	4,167
75	80-Ton Open Top Hopper Cars	Schedule E	4,472
69	85-Ton Open Top Hopper Cars	Schedule F	10,870
37	30-Ton All Steel Cupola Cabooses	Schedule G	5,000
<u>1345</u>			

---

\* See attached Schedules.

## RAILROAD ROAD NUMBERS

## SCHEDULE A

## 50' 50-TON BOX CARS

CO22010	CO23087	CO23210	CO27811	CO28098	CO28337
22016	23090	23215	27812	28104	28345
22020	23093	23226	27815	28106	28347
22023	23095	23230	27820	28107	28351
22046	23097	23232	27832	28120	28352
22048	23099	23238	27838	28121	28353
22056	23100	23241	27841	28132	28359
22057	23103	23244	27844	28143	28361
22067	23104	23247	27850	28149	28362
22074	23105	23252	27856	28150	28366
22079	23106	23253	27858	28151	28367
22083	23108	23255	27859	28157	28375
22084	23109	23263	27868	28160	28379
22088	23110	23264	27882	28169	28393
22091	23114	23269	27892	28170	28405
22092	23115	23274	27894	28184	28407
22096	23125	23276	27897	28186	28417
22112	23127	23279	27909	28189	28428
22115	23131	23282	27914	28190	28430
22120	23137	23285	27918	28199	28433
22122	23140	23286	27921	28200	28438
22126	23142	23288	27925	28201	28441
22139	23151	23289	27934	28205	28454
22146	23152	23291	27935	28209	28461
22148	23154	23297	27936	28220	28466
22151	23157	23299	27938	28221	28474
22160	23158	23300	27941	28223	28477
22174	23159	23301	27950	28226	28483
22175	23160	23304	27951	28228	28489
22176	23162	23310	27952	28230	28505
22184	23165	23313	27969	28234	28508
22185	23171	23318	27993	28240	28510
22190	23173	23319	28002	28241	28522
22192	23175	23320	28006	28248	28524
22204	23176	27750	28019	28249	28529
22205	23178	27754	28023	28262	28534
22211	23179	27757	28025	28269	28536
22214	23182	27762	28030	28276	28544
22219	23184	27773	28035	28282	28547
22226	23188	27774	28038	28283	28548
22235	23190	27776	28045	28284	28549
22238	23192	27781	28051	28296	28553
22244	23196	27783	28053	28309	28555
23071	23199	27785	28065	28322	28558
23079	23200	27787	28072	28325	28566
23081	23205	27792	28084	28326	28570
23084	23207	27800	28091	28330	28571

## SCHEDULE A (Con't)

## 50' 50-TON BOX CARS

CO28572	CO28645	CO28718	CO28772	CO28841	CO28931
28581	28647	28719	28775	28851	28933
28599	28654	28720	28777	28855	28936
28601	28665	28723	28788	28861	28946
28606	28672	28730	28789	28866	28948
28610	28673	28731	28794	28879	28949
28612	28676	28732	28819	28890	28965
28613	28681	28734	28825	28910	28966
28619	28684	28742	28831	28913	28970
28620	28686	28745	28837	28917	28976
28632	28709	28748	28838	28918	28982
28636	28713	28759	28839	28923	28996
28644	28715	28769			

## SCHEDULE B

## 50'6" 70-TON BOX CARS

CO22251	CO22355	CO22458	CO22505	CO22546	CO22587
22252	22362	22462	22507	22547	22589
22262	22367	22463	22508	22552	22591
22263	22377	22467	22509	22553	22593
22269	22383	22468	22513	22554	22596
22273	22388	22469	22514	22556	22598
22281	22394	22470	22515	22559	22603
22282	22407	22475	22519	22561	22604
22283	22409	22477	22520	22563	22605
22292	22411	22480	22523	22569	22606
22295	22415	22481	22524	22570	22608
22296	22421	22483	22525	22571	22610
22299	22426	22484	22527	22572	22611
22305	22427	22487	22528	22573	22612
22313	22428	22489	22531	22574	22617
22322	22434	22492	22534	22575	22622
22330	22439	22494	22535	22577	22623
22334	22450	22495	22536	22578	22624
22335	22451	22497	22540	22579	22632
22337	22454	22498	22541	22580	22639
22338	22456	22499	22542	22582	22646
22340	22457	22502	22544	22585	22647
22347					

## SCHEDULE C

## 60-TON OPEN TOP HOPPER CARS

CO336168      CO336311

## SCHEDULE D

## 70-TON OPEN TOP HOPPER CARS

CO103003	CO103220	CO103380	CO103503	CO103672	CO103861
103031	103234	103386	103529	103686	103872
103037	103245	103389	103535	103704	103880
103082	103263	103393	103544	103713	103903
103101	103280	103413	103562	103714	103916
103104	103285	103423	103566	103724	103940
103117	103311	103453	103590	103727	103941
103125	103314	103454	103615	103732	103943
103139	103331	103457	103620	103733	103959
103157	103345	103472	103625	103804	103970
103159	103370	103476	103662	103852	103971
103192	103377	103488	103669	103855	103989

CO110051	CO110191	CO110460	CO110821	CO111399	CO112391
110060	110222	110555	110904	111424	112600
110068	110243	110577	111054	111662	112844
110073	110300	110588	111128	111673	113073
110085	110377	110636	111161	111858	113463
110121	110445	110648	111283	111949	113940
110171	110448	110782	111357	112352	115202
110189					

## SCHEDULE D (Cont.)

## 70-TON OPEN TOP HOPPER CARS

CO150010	CO150326	CO150545	CO150768	CO151197	CO151615
150035	150327	150566	150778	151220	151657
150065	150334	150575	150798	151282	151662
150146	150370	150607	150799	151297	151663
150195	150379	150624	150802	151323	151670
150212	150393	150636	150853	151353	151684
150236	150403	150648	150915	151401	151774
150248	150424	150674	150965	151413	151781
150249	150445	150678	151008	151455	151863
150296	150496	150693	151061	151457	151867
150298	150522	150731	151097	151574	151903
			151177	151588	151976
BO10093	BO11745	BO12561	BO13199	BO13966	BO14604
10139	11813	12567	13212	13996	14650
10308	11819	12569	13214	14028	14652
10357	11823	12595	13220	14035	14684
10710	11866	12607	13222	14051	14705
10746	11876	12619	13237	14080	14709
10747	11895	12622	13258	14090	14742
10751	11901	12671	13260	14099	14743
10870	11919	12719	13271	14175	14793
10879	11926	12725	13309	14194	14796
10943	11992	12775	13338	14205	14824
11026	12016	12778	13384	14222	14836
11032	12031	12785	13404	14236	14861
11042	12057	12808	13413	14265	14881
11065	12084	12858	13453	14329	14894
11070	12101	12878	13490	14334	14924
11125	12130	12916	13567	14335	14957
11149	12146	12920	13570	14336	15039
11158	12151	12932	13591	14350	15047
11227	12154	12998	13599	14356	15062
11232	12179	13006	13610	14368	15099
11263	12217	13023	13617	14376	15142
11337	12251	13031	13618	14385	15143
11409	12274	13036	13642	14427	15145
11422	12280	13047	13709	14447	15149
11533	12294	13049	13711	14461	15157
11534	12382	13056	13759	14462	15159
11582	12398	13059	13768	14471	15167
11614	12403	13071	13784	14477	15175
11615	12421	13078	13795	14479	15177
11640	12466	13089	13802	14502	15184
11674	12469	13130	13827	14515	15204
11683	12490	13164	13839	14524	15232
11685	12544	13173	13868	14525	15239
11727	12549	13190	13906	14571	

## SCHEDULE D (Cont.)

## 70-TON OPEN TOP HOPPER CARS

WM70003	WM70343	WM70697	WM71062	WM71425	WM80126
70026	70345	70698	71063	71432	80136
70027	70365	70700	71065	71435	80155
70028	70367	70702	71072	71437	80173
70037	70372	70706	71074	71440	80178
70045	70374	70707	71081	71446	80180
70055	70377	70711	71095	71456	80191
70058	70389	70715	71102	71457	80204
70066	70404	70733	71104	71460	80215
70075	70407	70750	71108	71466	80237
70091	70416	70755	71113	71467	80248
70104	70423	70760	71115	71480	80267
70113	70425	70779	71128	71484	80272
70114	70431	70785	71151	71495	80281
70115	70437	70790	71169	72011	80290
70126	70453	70799	71173	72048	80291
70131	70454	70804	71180	72087	80295
70141	70458	70824	71189	72138	80300
70142	70460	70841	71199	72146	80308
70145	70478	70844	71223	72179	80322
70146	70485	70855	71226	72191	80331
70148	70488	70867	71227	72253	80342
70150	70498	70869	71231	72302	80367
70152	70499	70874	71236	72323	80369
70154	70500	70877	71269	72341	80380
70177	70505	70882	71284	72348	80385
70178	70519	70892	71286	72364	80387
70183	70535	70902	71288	72368	80402
70188	70542	70908	71289	72372	80407
70190	70551	70913	71293	80012	80415
70192	70553	70917	71294	80017	80427
70203	70554	70922	71298	80023	80428
70219	70585	70926	71323	80043	80430
70233	70595	70928	71324	80046	80437
70242	70602	70932	71330	80047	80442
70250	70608	70939	71331	80049	80444
70251	70633	70954	71334	80054	80445
70257	70642	70959	71348	80059	80457
70258	70660	70965	71352	80066	80458
70267	70671	70977	71360	80076	80459
70280	70674	70984	71362	80079	80460
70287	70675	71001	71366	80085	80464
70290	70683	71034	71379	80093	80465
70309	70687	71043	71388	80094	80469
70312	70690	71045	71402	80106	80488
70328	70693	71052	71403	80122	80500
70331	70696	71061			

## SCHEDULE E

## 80-TON OPEN TOP HOPPER CARS

BO152085	BO152981	BO153423	BO153918	BO154774	BO155123
152125	153045	153522	153971	154843	155241
152135	153207	153528	153974	154881	155418
152233	153224	153689	153987	154894	155507
152380	153246	153712	154097	154937	155616
152511	153276	153714	154364	155010	155653
152558	153312	153721	154503	155059	155867
152836	153390	153764	154586		
CO152098	CO152501	CO152957	CO153520	CO153958	CO154902
152242	152559	153112	153537	154474	155312
152250	152640	153211	153546	154672	155477
152303	152671	153267	153578	154831	155581
152451	152732	153369	153844	154838	

## SCHEDULE F

## 85-TON OPEN TOP HOPPER CARS

CO85069	CO85529	CO85810	CO86143	CO86438	CO86769
85131	85587	85955	86221	86464	86774
85149	85613	85962	86223	86515	86830
85158	85627	85980	86258	86521	86866
85165	85661	85990	86292	86528	86888
85197	85696	86025	86316	86568	86922
85234	85727	86030	86324	86605	86934
85264	85732	86052	86337	86609	86937
85331	85757	86060	86380	86692	86952
85350	85767	86074	86382	86698	86960
85475	85796	86101	86434	86727	86984
85476	85800	86107			

AMENDMENT AGREEMENT No. 2 dated as of March 1, 1981, between THE CHESAPEAKE AND OHIO RAILWAY COMPANY (the "Lessee" or the "Builder"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (the "Agent"), and THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity but solely as trustee (the "Lessor") under a Trust Agreement dated as of March 15, 1980, with GENERAL ELECTRIC CREDIT CORPORATION and CONNELL RICE & SUGAR CO., INC. (Connell Leasing Company Division) (the "Owners").

[CS&M Ref. 2043-981]

The Agent, the Builder and the Lessor have entered into a Reconstruction and Conditional Sale Agreement dated as of March 15, 1980 (the "RCSA"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663.

The Lessor and the Agent have entered into a Transfer Agreement dated as of March 15, 1980 (the "Transfer Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663-A.

The Lessee and the Lessor have entered into a Lease of Railroad Equipment dated as of March 15, 1980 (the "Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663-B.

The Lessor and the Lessee have entered into a Hulk Purchase Agreement dated as of March 15, 1980 (the "Hulk Purchase Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663-D.

The parties hereto have agreed to amend the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement to include only the units of equipment which were sold to the Lessor, reconstructed by the Builder and leased to the Lessee, all in accordance with the terms of such docu-

ments. Accordingly, the parties hereto hereby agree as follows:

1. Schedule A to the RCSA is hereby deleted and Item 1 hereto is hereby substituted therefor.

2. Annex I to the Transfer Agreement is hereby deleted and Item 2 hereto is hereby substituted therefor.

3. Schedule A to the Lease is hereby deleted and Item 3 hereto is hereby substituted therefor.

4. Annex I to the Hulk Purchase Agreement is hereby deleted and Item 4 hereto is hereby substituted therefor.

5. The Lessee shall cause this Amendment Agreement to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

6. Except as amended hereby, the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement shall remain in full force and effect. Any reference to such documents in such documents or in any document contemplated thereby shall mean such documents as amended hereby.

7. This Amendment Agreement may be executed in any number of counterparts, which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed by duly authorized officers as of the date first set forth above.

THE CHESAPEAKE AND OHIO RAILWAY COMPANY,

by

\_\_\_\_\_  
Assistant Vice President  
and Treasurer

[Corporate Seal]

Attest:

\_\_\_\_\_  
Corporate Secretary





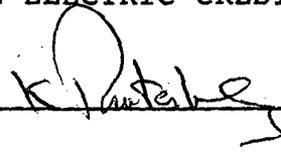


Consent of Owners

The Owners hereby consent to the foregoing Amendment Agreement No. 2 and hereby authorize the Lessor to execute and deliver said Amendment.

GENERAL ELECTRIC CREDIT CORPORATION,

by

  
\_\_\_\_\_

CONNELL RICE & SUGAR CO., INC.  
(Connell Leasing Company Division),

by

\_\_\_\_\_

RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

SCHEDULE A

Specifications of the Equipment

Quantity	AAR Mechanical Designation	Description	Railroad Road Numbers*	Estimated Total Hulk		Estimated Base		Estimated Total Hulk	
				Estimated Purchase Price Per Unit	Reconstruction Cost Per Unit	Estimated Purchase Price Per Unit	Reconstruction Cost Per Unit	Estimated Purchase Price and Reconstruction Cost Per Unit	Reconstruction Cost Per Unit
357	XL	50' 50-Ton Box Cars	Schedule A	\$ 5,923		\$ 7,255		\$13,178	
133	XL	50'6" 70-Ton Box Cars	Schedule B	5,923		7,255		13,178	
2	HM	60-Ton Open Top Hopper Cars	Schedule C	2,156		7,784		9,940	
672	HT	70-Ton Open Top Hopper Cars	Schedule D	4,167		8,106		12,273	
75	HT	80-Ton Open Top Hopper Cars	Schedule E	4,472		7,363		11,835	
69	HT	100-Ton** Open Top Hopper Cars	Schedule F-1	10,870		6,965		17,835	
37	-	30-Ton All Steel Cupola Cabooses	Schedule G	5,000		20,381		25,381	
				<u>1,345</u>					

\* See attached Schedules.

\*\* See attached Schedules F and G for 95-Ton Open Top Hopper Cars listed in Schedule F.

Item 2 to Amendment Agreement

TRANSFER AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
357	50' 50-Ton Box Cars	Schedule A
133	50'6" 70-Ton Box Cars	Schedule B
2	60-Ton Open Top Hopper Cars	Schedule C
672	70-Ton Open Top Hopper Cars	Schedule D
75	80-Ton Open Top Hopper Cars	Schedule E
69	85-Ton Open Top Hopper Cars	Schedule F
37	30-Ton All Steel Cupola Cabooses	Schedule G
<u>1345</u>		

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\* See attached Schedules.

Item 3 to Amendment Agreement

LEASE OF RAILROAD EQUIPMENT

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
357	50' 50-Ton Box Cars	Schedule A
133	50'6" 70-Ton Box Cars	Schedule B
2	60-Ton Open Top Hopper Cars	Schedule C
672	70-Ton Open Top Hopper Cars	Schedule D
75	80-Ton Open Top Hopper Cars	Schedule E
69	100-Ton Open Top Hopper Cars	Schedule F-1
37	30-Ton All Steel Cupola Cabooses	Schedule G
<u>1345</u>		

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\* See attached Schedules.

Item 4 to Amendment Agreement

HULK PURCHASE AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers</u>	<u>Estimated Hulk Purchase Price Per Unit</u>
357	50' 50-Ton Box Cars	Schedule A	\$ 5,923
133	50'6" 70-Ton Box Cars	Schedule B	5,923
2	60-Ton Open Top Hopper Cars	Schedule C	2,156
672	70-Ton Open Top Hopper Cars	Schedule D	4,167
75	80-Ton Open Top Hopper Cars	Schedule E	4,472
69	85-Ton Open Top Hopper Cars	Schedule F	10,870
37	30-Ton All Steel Cupola Cabooses	Schedule G	5,000
<u>1345</u>			

---

\* See attached Schedules.

## RAILROAD ROAD NUMBERS

## SCHEDULE A

## 50' 50-TON BOX CARS

CO22010	CO23087	CO23210	CO27811	CO28098	CO28337
22016	23090	23215	27812	28104	28345
22020	23093	23226	27815	28106	28347
22023	23095	23230	27820	28107	28351
22046	23097	23232	27832	28120	28352
22048	23099	23238	27838	28121	28353
22056	23100	23241	27841	28132	28359
22057	23103	23244	27844	28143	28361
22067	23104	23247	27850	28149	28362
22074	23105	23252	27856	28150	28366
22079	23106	23253	27858	28151	28367
22083	23108	23255	27859	28157	28375
22084	23109	23263	27868	28160	28379
22088	23110	23264	27882	28169	28393
22091	23114	23269	27892	28170	28405
22092	23115	23274	27894	28184	28407
22096	23125	23276	27897	28186	28417
22112	23127	23279	27909	28189	28428
22115	23131	23282	27914	28190	28430
22120	23137	23285	27918	28199	28433
22122	23140	23286	27921	28200	28438
22126	23142	23288	27925	28201	28441
22139	23151	23289	27934	28205	28454
22146	23152	23291	27935	28209	28461
22148	23154	23297	27936	28220	28466
22151	23157	23299	27938	28221	28474
22160	23158	23300	27941	28223	28477
22174	23159	23301	27950	28226	28483
22175	23160	23304	27951	28228	28489
22176	23162	23310	27952	28230	28505
22184	23165	23313	27969	28234	28508
22185	23171	23318	27993	28240	28510
22190	23173	23319	28002	28241	28522
22192	23175	23320	28006	28248	28524
22204	23176	27750	28019	28249	28529
22205	23178	27754	28023	28262	28534
22211	23179	27757	28025	28269	28536
22214	23182	27762	28030	28276	28544
22219	23184	27773	28035	28282	28547
22226	23188	27774	28038	28283	28548
22235	23190	27776	28045	28284	28549
22238	23192	27781	28051	28296	28553
22244	23196	27783	28053	28309	28555
23071	23199	27785	28065	28322	28558
23079	23200	27787	28072	28325	28566
23081	23205	27792	28084	28326	28570
23084	23207	27800	28091	28330	28571

## SCHEDULE A (Con't)

## 50' 50-TON BOX CARS

CO28572	CO28645	CO28718	CO28772	CO28841	CO28931
28581	28647	28719	28775	28851	28933
28599	28654	28720	28777	28855	28936
28601	28665	28723	28788	28861	28946
28606	28672	28730	28789	28866	28948
28610	28673	28731	28794	28879	28949
28612	28676	28732	28819	28890	28965
28613	28681	28734	28825	28910	28966
28619	28684	28742	28831	28913	28970
28620	28686	28745	28837	28917	28976
28632	28709	28748	28838	28918	28982
28636	28713	28759	28839	28923	28996
28644	28715	28769			

## SCHEDULE B

## 50'6" 70-TON BOX CARS

CO22251	CO22355	CO22458	CO22505	CO22546	CO22587
22252	22362	22462	22507	22547	22589
22262	22367	22463	22508	22552	22591
22263	22377	22467	22509	22553	22593
22269	22383	22468	22513	22554	22596
22273	22388	22469	22514	22556	22598
22281	22394	22470	22515	22559	22603
22282	22407	22475	22519	22561	22604
22283	22409	22477	22520	22563	22605
22292	22411	22480	22523	22569	22606
22295	22415	22481	22524	22570	22608
22296	22421	22483	22525	22571	22610
22299	22426	22484	22527	22572	22611
22305	22427	22487	22528	22573	22612
22313	22428	22489	22531	22574	22617
22322	22434	22492	22534	22575	22622
22330	22439	22494	22535	22577	22623
22334	22450	22495	22536	22578	22624
22335	22451	22497	22540	22579	22632
22337	22454	22498	22541	22580	22639
22338	22456	22499	22542	22582	22646
22340	22457	22502	22544	22585	22647
22347					

## SCHEDULE C

## 60-TON OPEN TOP HOPPER CARS

CO336168      CO336311

## SCHEDULE D

## 70-TON OPEN TOP HOPPER CARS

CO103003	CO103220	CO103380	CO103503	CO103672	CO103861
103031	103234	103386	103529	103686	103872
103037	103245	103389	103535	103704	103880
103082	103263	103393	103544	103713	103903
103101	103280	103413	103562	103714	103916
103104	103285	103423	103566	103724	103940
103117	103311	103453	103590	103727	103941
103125	103314	103454	103615	103732	103943
103139	103331	103457	103620	103733	103959
103157	103345	103472	103625	103804	103970
103159	103370	103476	103662	103852	103971
103192	103377	103488	103669	103855	103989

CO110051	CO110191	CO110460	CO110821	CO111399	CO112391
110060	110222	110555	110904	111424	112600
110068	110243	110577	111054	111662	112844
110073	110300	110588	111128	111673	113073
110085	110377	110636	111161	111858	113463
110121	110445	110648	111283	111949	113940
110171	110448	110782	111357	112352	115202
110189					

## SCHEDULE D (Cont.)

## 70-TON OPEN TOP HOPPER CARS

CO150010	CO150326	CO150545	CO150768	CO151197	CO151615
150035	150327	150566	150778	151220	151657
150065	150334	150575	150798	151282	151662
150146	150370	150607	150799	151297	151663
150195	150379	150624	150802	151323	151670
150212	150393	150636	150853	151353	151684
150236	150403	150648	150915	151401	151774
150248	150424	150674	150965	151413	151781
150249	150445	150678	151008	151455	151863
150296	150496	150693	151061	151457	151867
150298	150522	150731	151097	151574	151903
			151177	151588	151976
BO10093	BO11745	BO12561	BO13199	BO13966	BO14604
10139	11813	12567	13212	13996	14650
10308	11819	12569	13214	14028	14652
10357	11823	12595	13220	14035	14684
10710	11866	12607	13222	14051	14705
10746	11876	12619	13237	14080	14709
10747	11895	12622	13258	14090	14742
10751	11901	12671	13260	14099	14743
10870	11919	12719	13271	14175	14793
10879	11926	12725	13309	14194	14796
10943	11992	12775	13338	14205	14824
11026	12016	12778	13384	14222	14836
11032	12031	12785	13404	14236	14861
11042	12057	12808	13413	14265	14881
11065	12084	12858	13453	14329	14894
11070	12101	12878	13490	14334	14924
11125	12130	12916	13567	14335	14957
11149	12146	12920	13570	14336	15039
11158	12151	12932	13591	14350	15047
11227	12154	12998	13599	14356	15062
11232	12179	13006	13610	14368	15099
11263	12217	13023	13617	14376	15142
11337	12251	13031	13618	14385	15143
11409	12274	13036	13642	14427	15145
11422	12280	13047	13709	14447	15149
11533	12294	13049	13711	14461	15157
11534	12382	13056	13759	14462	15159
11582	12398	13059	13768	14471	15167
11614	12403	13071	13784	14477	15175
11615	12421	13078	13795	14479	15177
11640	12466	13089	13802	14502	15184
11674	12469	13130	13827	14515	15204
11683	12490	13164	13839	14524	15232
11685	12544	13173	13868	14525	15239
11727	12549	13190	13906	14571	

## SCHEDULE D (Cont.)

## 70-TON OPEN TOP HOPPER CARS

WM70003	WM70343	WM70697	WM71062	WM71425	WM80126
70026	70345	70698	71063	71432	80136
70027	70365	70700	71065	71435	80155
70028	70367	70702	71072	71437	80173
70037	70372	70706	71074	71440	80178
70045	70374	70707	71081	71446	80180
70055	70377	70711	71095	71456	80191
70058	70389	70715	71102	71457	80204
70066	70404	70733	71104	71460	80215
70075	70407	70750	71108	71466	80237
70091	70416	70755	71113	71467	80248
70104	70423	70760	71115	71480	80267
70113	70425	70779	71128	71484	80272
70114	70431	70785	71151	71495	80281
70115	70437	70790	71169	72011	80290
70126	70453	70799	71173	72048	80291
70131	70454	70804	71180	72087	80295
70141	70458	70824	71189	72138	80300
70142	70460	70841	71199	72146	80308
70145	70478	70844	71223	72179	80322
70146	70485	70855	71226	72191	80331
70148	70488	70867	71227	72253	80342
70150	70498	70869	71231	72302	80367
70152	70499	70874	71236	72323	80369
70154	70500	70877	71269	72341	80380
70177	70505	70882	71284	72348	80385
70178	70519	70892	71286	72364	80387
70183	70535	70902	71288	72368	80402
70188	70542	70908	71289	72372	80407
70190	70551	70913	71293	80012	80415
70192	70553	70917	71294	80017	80427
70203	70554	70922	71298	80023	80428
70219	70585	70926	71323	80043	80430
70233	70595	70928	71324	80046	80437
70242	70602	70932	71330	80047	80442
70250	70608	70939	71331	80049	80444
70251	70633	70954	71334	80054	80445
70257	70642	70959	71348	80059	80457
70258	70660	70965	71352	80066	80458
70267	70671	70977	71360	80076	80459
70280	70674	70984	71362	80079	80460
70287	70675	71001	71366	80085	80464
70290	70683	71034	71379	80093	80465
70309	70687	71043	71388	80094	80469
70312	70690	71045	71402	80106	80488
70328	70693	71052	71403	80122	80500
70331	70696	71061			

## SCHEDULE E

## 80-TON OPEN TOP HOPPER CARS

BO152085	BO152981	BO153423	BO153918	BO154774	BO155123
152125	153045	153522	153971	154843	155241
152135	153207	153528	153974	154881	155418
152233	153224	153689	153987	154894	155507
152380	153246	153712	154097	154937	155616
152511	153276	153714	154364	155010	155653
152558	153312	153721	154503	155059	155867
152836	153390	153764	154586		
CO152098	CO152501	CO152957	CO153520	CO153958	CO154902
152242	152559	153112	153537	154474	155312
152250	152640	153211	153546	154672	155477
152303	152671	153267	153578	154831	155581
152451	152732	153369	153844	154838	

## SCHEDULE F

## 85-TON OPEN TOP HOPPER CARS

CO85069	CO85529	CO85810	CO86143	CO86438	CO86769
85131	85587	85955	86221	86464	86774
85149	85613	85962	86223	86515	86830
85158	85627	85980	86258	86521	86866
85165	85661	85990	86292	86528	86888
85197	85696	86025	86316	86568	86922
85234	85727	86030	86324	86605	86934
85264	85732	86052	86337	86609	86937
85331	85757	86060	86380	86692	86952
85350	85767	86074	86382	86698	86960
85475	85796	86101	86434	86727	86984
85476	85800	86107			

AMENDMENT AGREEMENT No. 2 dated as of March 1, 1981, between THE CHESAPEAKE AND OHIO RAILWAY COMPANY (the "Lessee" or the "Builder"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (the "Agent"), and THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity but solely as trustee (the "Lessor") under a Trust Agreement dated as of March 15, 1980, with GENERAL ELECTRIC CREDIT CORPORATION and CONNELL RICE & SUGAR CO., INC. (Connell Leasing Company Division) (the "Owners").

[CS&M Ref. 2043-981]

The Agent, the Builder and the Lessor have entered into a Reconstruction and Conditional Sale Agreement dated as of March 15, 1980 (the "RCSA"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663.

The Lessor and the Agent have entered into a Transfer Agreement dated as of March 15, 1980 (the "Transfer Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663-A.

The Lessee and the Lessor have entered into a Lease of Railroad Equipment dated as of March 15, 1980 (the "Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663-B.

The Lessor and the Lessee have entered into a Hulk Purchase Agreement dated as of March 15, 1980 (the "Hulk Purchase Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 10, 1980, under recordation number 11663-D.

The parties hereto have agreed to amend the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement to include only the units of equipment which were sold to the Lessor, reconstructed by the Builder and leased to the Lessee, all in accordance with the terms of such docu-

ments. Accordingly, the parties hereto hereby agree as follows:

1. Schedule A to the RCSA is hereby deleted and Item 1 hereto is hereby substituted therefor.

2. Annex I to the Transfer Agreement is hereby deleted and Item 2 hereto is hereby substituted therefor.

3. Schedule A to the Lease is hereby deleted and Item 3 hereto is hereby substituted therefor.

4. Annex I to the Hulk Purchase Agreement is hereby deleted and Item 4 hereto is hereby substituted therefor.

5. The Lessee shall cause this Amendment Agreement to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

6. Except as amended hereby, the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement shall remain in full force and effect. Any reference to such documents in such documents or in any document contemplated thereby shall mean such documents as amended hereby.

7. This Amendment Agreement may be executed in any number of counterparts, which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed by duly authorized officers as of the date first set forth above.

THE CHESAPEAKE AND OHIO RAILWAY  
COMPANY,

by

\_\_\_\_\_  
Assistant Vice President  
and Treasurer

[Corporate Seal]

Attest:

\_\_\_\_\_  
Corporate Secretary

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Agent,

by

\_\_\_\_\_  
Assistant Vice President

[Corporate Seal]

Attest:

\_\_\_\_\_  
Corporate Trust Officer

THE CONNECTICUT BANK AND TRUST  
COMPANY, not in its individual  
capacity, but solely as Trustee,

by

[Corporate Seal]

Attest:

\_\_\_\_\_





Consent of Owners

The Owners hereby consent to the foregoing Amendment Agreement No. 2 and hereby authorize the Lessor to execute and deliver said Amendment.

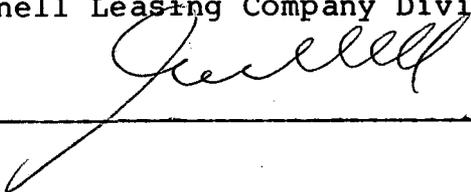
GENERAL ELECTRIC CREDIT CORPORATION,

by

\_\_\_\_\_

CONNELL RICE & SUGAR CO., INC.  
(Connell Leasing Company Division),

by

  
\_\_\_\_\_

RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

SCHEDULE A

Specifications of the Equipment

Quantity	AAR Mechanical Designation	Description	Railroad Road Numbers*	Estimated Hulk Purchase Price		Estimated Base Reconstruction Cost		Estimated Total Hulk Purchase Price and Reconstruction Cost	
				Per Unit	\$	Per Unit	\$	Per Unit	Per Unit
357	XL	50' 50-Ton Box Cars	Schedule A	5,923	\$ 7,255			\$13,178	
133	XL	50'6" 70-Ton Box Cars	Schedule B	5,923	7,255			13,178	
2	HM	60-Ton Open Top Hopper Cars	Schedule C	2,156	7,784			9,940	
672	HT	70-Ton Open Top Hopper Cars	Schedule D	4,167	8,106			12,273	
75	HT	80-Ton Open Top Hopper Cars	Schedule E	4,472	7,363			11,835	
69	HT	100-Ton** Open Top Hopper Cars	Schedule F-1	10,870	6,965			17,835	
37	-	30-Ton All Steel Cupola Caboose	Schedule G	5,000	20,381			25,381	

1,345

Item 1 to Amendment Agreement

\* See attached Schedules.

\*\* Reconstructed from the 85-Ton Open Top Hopper Cars listed in Schedule F.

Item 2 to Amendment Agreement

TRANSFER AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
357	50' 50-Ton Box Cars	Schedule A
133	50'6" 70-Ton Box Cars	Schedule B
2	60-Ton Open Top Hopper Cars	Schedule C
672	70-Ton Open Top Hopper Cars	Schedule D
75	80-Ton Open Top Hopper Cars	Schedule E
69	85-Ton Open Top Hopper Cars	Schedule F
37	30-Ton All Steel Cupola Cabooses	Schedule G
<u>1345</u>		

---

\* See attached Schedules.

Item 3 to Amendment Agreement

LEASE OF RAILROAD EQUIPMENT

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers*</u>
357	50' 50-Ton Box Cars	Schedule A
133	50'6" 70-Ton Box Cars	Schedule B
2	60-Ton Open Top Hopper Cars	Schedule C
672	70-Ton Open Top Hopper Cars	Schedule D
75	80-Ton Open Top Hopper Cars	Schedule E
69	100-Ton Open Top Hopper Cars	Schedule F-1
37	30-Ton All Steel Cupola Cabooses	Schedule G
<u>1345</u>		

---

\* See attached Schedules.

Item 4 to Amendment Agreement

HULK PURCHASE AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Railroad Road Numbers</u>	<u>Estimated Hulk Purchase Price Per Unit</u>
357	50' 50-Ton Box Cars	Schedule A	\$ 5,923
133	50'6" 70-Ton Box Cars	Schedule B	5,923
2	60-Ton Open Top Hopper Cars	Schedule C	2,156
672	70-Ton Open Top Hopper Cars	Schedule D	4,167
75	80-Ton Open Top Hopper Cars	Schedule E	4,472
69	85-Ton Open Top Hopper Cars	Schedule F	10,870
37	30-Ton All Steel Cupola Cabooses	Schedule G	5,000
<u>1345</u>			

---

\* See attached Schedules.

## RAILROAD ROAD NUMBERS

## SCHEDULE A

## 50' 50-TON BOX CARS

CO22010	CO23087	CO23210	CO27811	CO28098	CO28337
22016	23090	23215	27812	28104	28345
22020	23093	23226	27815	28106	28347
22023	23095	23230	27820	28107	28351
22046	23097	23232	27832	28120	28352
22048	23099	23238	27838	28121	28353
22056	23100	23241	27841	28132	28359
22057	23103	23244	27844	28143	28361
22067	23104	23247	27850	28149	28362
22074	23105	23252	27856	28150	28366
22079	23106	23253	27858	28151	28367
22083	23108	23255	27859	28157	28375
22084	23109	23263	27868	28160	28379
22088	23110	23264	27882	28169	28393
22091	23114	23269	27892	28170	28405
22092	23115	23274	27894	28184	28407
22096	23125	23276	27897	28186	28417
22112	23127	23279	27909	28189	28428
22115	23131	23282	27914	28190	28430
22120	23137	23285	27918	28199	28433
22122	23140	23286	27921	28200	28438
22126	23142	23288	27925	28201	28441
22139	23151	23289	27934	28205	28454
22146	23152	23291	27935	28209	28461
22148	23154	23297	27936	28220	28466
22151	23157	23299	27938	28221	28474
22160	23158	23300	27941	28223	28477
22174	23159	23301	27950	28226	28483
22175	23160	23304	27951	28228	28489
22176	23162	23310	27952	28230	28505
22184	23165	23313	27969	28234	28508
22185	23171	23318	27993	28240	28510
22190	23173	23319	28002	28241	28522
22192	23175	23320	28006	28248	28524
22204	23176	27750	28019	28249	28529
22205	23178	27754	28023	28262	28534
22211	23179	27757	28025	28269	28536
22214	23182	27762	28030	28276	28544
22219	23184	27773	28035	28282	28547
22226	23188	27774	28038	28283	28548
22235	23190	27776	28045	28284	28549
22238	23192	27781	28051	28296	28553
22244	23196	27783	28053	28309	28555
23071	23199	27785	28065	28322	28558
23079	23200	27787	28072	28325	28566
23081	23205	27792	28084	28326	28570
23084	23207	27800	28091	28330	28571

## SCHEDULE A (Con't)

## 50' 50-TON BOX CARS

CO28572	CO28645	CO28718	CO28772	CO28841	CO28931
28581	28647	28719	28775	28851	28933
28599	28654	28720	28777	28855	28936
28601	28665	28723	28788	28861	28946
28606	28672	28730	28789	28866	28948
28610	28673	28731	28794	28879	28949
28612	28676	28732	28819	28890	28965
28613	28681	28734	28825	28910	28966
28619	28684	28742	28831	28913	28970
28620	28686	28745	28837	28917	28976
28632	28709	28748	28838	28918	28982
28636	28713	28759	28839	28923	28996
28644	28715	28769			

## SCHEDULE B

## 50'6" 70-TON BOX CARS

CO22251	CO22355	CO22458	CO22505	CO22546	CO22587
22252	22362	22462	22507	22547	22589
22262	22367	22463	22508	22552	22591
22263	22377	22467	22509	22553	22593
22269	22383	22468	22513	22554	22596
22273	22388	22469	22514	22556	22598
22281	22394	22470	22515	22559	22603
22282	22407	22475	22519	22561	22604
22283	22409	22477	22520	22563	22605
22292	22411	22480	22523	22569	22606
22295	22415	22481	22524	22570	22608
22296	22421	22483	22525	22571	22610
22299	22426	22484	22527	22572	22611
22305	22427	22487	22528	22573	22612
22313	22428	22489	22531	22574	22617
22322	22434	22492	22534	22575	22622
22330	22439	22494	22535	22577	22623
22334	22450	22495	22536	22578	22624
22335	22451	22497	22540	22579	22632
22337	22454	22498	22541	22580	22639
22338	22456	22499	22542	22582	22646
22340	22457	22502	22544	22585	22647
22347					

## SCHEDULE C

## 60-TON OPEN TOP HOPPER CARS

CO336168      CO336311

## SCHEDULE D

## 70-TON OPEN TOP HOPPER CARS

CO103003	CO103220	CO103380	CO103503	CO103672	CO103861
103031	103234	103386	103529	103686	103872
103037	103245	103389	103535	103704	103880
103082	103263	103393	103544	103713	103903
103101	103280	103413	103562	103714	103916
103104	103285	103423	103566	103724	103940
103117	103311	103453	103590	103727	103941
103125	103314	103454	103615	103732	103943
103139	103331	103457	103620	103733	103959
103157	103345	103472	103625	103804	103970
103159	103370	103476	103662	103852	103971
103192	103377	103488	103669	103855	103989

CO110051	CO110191	CO110460	CO110821	CO111399	CO112391
110060	110222	110555	110904	111424	112600
110068	110243	110577	111054	111662	112844
110073	110300	110588	111128	111673	113073
110085	110377	110636	111161	111858	113463
110121	110445	110648	111283	111949	113940
110171	110448	110782	111357	112352	115202
110189					

## SCHEDULE D (Cont.)

## 70-TON OPEN TOP HOPPER CARS

CO150010	CO150326	CO150545	CO150768	CO151197	CO151615
150035	150327	150566	150778	151220	151657
150065	150334	150575	150798	151282	151662
150146	150370	150607	150799	151297	151663
150195	150379	150624	150802	151323	151670
150212	150393	150636	150853	151353	151684
150236	150403	150648	150915	151401	151774
150248	150424	150674	150965	151413	151781
150249	150445	150678	151008	151455	151863
150296	150496	150693	151061	151457	151867
150298	150522	150731	151097	151574	151903
			151177	151588	151976
BO10093	BO11745	BO12561	BO13199	BO13966	BO14604
10139	11813	12567	13212	13996	14650
10308	11819	12569	13214	14028	14652
10357	11823	12595	13220	14035	14684
10710	11866	12607	13222	14051	14705
10746	11876	12619	13237	14080	14709
10747	11895	12622	13258	14090	14742
10751	11901	12671	13260	14099	14743
10870	11919	12719	13271	14175	14793
10879	11926	12725	13309	14194	14796
10943	11992	12775	13338	14205	14824
11026	12016	12778	13384	14222	14836
11032	12031	12785	13404	14236	14861
11042	12057	12808	13413	14265	14881
11065	12084	12858	13453	14329	14894
11070	12101	12878	13490	14334	14924
11125	12130	12916	13567	14335	14957
11149	12146	12920	13570	14336	15039
11158	12151	12932	13591	14350	15047
11227	12154	12998	13599	14356	15062
11232	12179	13006	13610	14368	15099
11263	12217	13023	13617	14376	15142
11337	12251	13031	13618	14385	15143
11409	12274	13036	13642	14427	15145
11422	12280	13047	13709	14447	15149
11533	12294	13049	13711	14461	15157
11534	12382	13056	13759	14462	15159
11582	12398	13059	13768	14471	15167
11614	12403	13071	13784	14477	15175
11615	12421	13078	13795	14479	15177
11640	12466	13089	13802	14502	15184
11674	12469	13130	13827	14515	15204
11683	12490	13164	13839	14524	15232
11685	12544	13173	13868	14525	15239
11727	12549	13190	13906	14571	

## SCHEDULE D (Cont.)

## 70-TON OPEN TOP HOPPER CARS

WM70003	WM70343	WM70697	WM71062	WM71425	WM80126
70026	70345	70698	71063	71432	80136
70027	70365	70700	71065	71435	80155
70028	70367	70702	71072	71437	80173
70037	70372	70706	71074	71440	80178
70045	70374	70707	71081	71446	80180
70055	70377	70711	71095	71456	80191
70058	70389	70715	71102	71457	80204
70066	70404	70733	71104	71460	80215
70075	70407	70750	71108	71466	80237
70091	70416	70755	71113	71467	80248
70104	70423	70760	71115	71480	80267
70113	70425	70779	71128	71484	80272
70114	70431	70785	71151	71495	80281
70115	70437	70790	71169	72011	80290
70126	70453	70799	71173	72048	80291
70131	70454	70804	71180	72087	80295
70141	70458	70824	71189	72138	80300
70142	70460	70841	71199	72146	80308
70145	70478	70844	71223	72179	80322
70146	70485	70855	71226	72191	80331
70148	70488	70867	71227	72253	80342
70150	70498	70869	71231	72302	80367
70152	70499	70874	71236	72323	80369
70154	70500	70877	71269	72341	80380
70177	70505	70882	71284	72348	80385
70178	70519	70892	71286	72364	80387
70183	70535	70902	71288	72368	80402
70188	70542	70908	71289	72372	80407
70190	70551	70913	71293	80012	80415
70192	70553	70917	71294	80017	80427
70203	70554	70922	71298	80023	80428
70219	70585	70926	71323	80043	80430
70233	70595	70928	71324	80046	80437
70242	70602	70932	71330	80047	80442
70250	70608	70939	71331	80049	80444
70251	70633	70954	71334	80054	80445
70257	70642	70959	71348	80059	80457
70258	70660	70965	71352	80066	80458
70267	70671	70977	71360	80076	80459
70280	70674	70984	71362	80079	80460
70287	70675	71001	71366	80085	80464
70290	70683	71034	71379	80093	80465
70309	70687	71043	71388	80094	80469
70312	70690	71045	71402	80106	80488
70328	70693	71052	71403	80122	80500
70331	70696	71061			

## SCHEDULE E

## 80-TON OPEN TOP HOPPER CARS

BO152085	BO152981	BO153423	BO153918	BO154774	BO155123
152125	153045	153522	153971	154843	155241
152135	153207	153528	153974	154881	155418
152233	153224	153689	153987	154894	155507
152380	153246	153712	154097	154937	155616
152511	153276	153714	154364	155010	155653
152558	153312	153721	154503	155059	155867
152836	153390	153764	154586		
CO152098	CO152501	CO152957	CO153520	CO153958	CO154902
152242	152559	153112	153537	154474	155312
152250	152640	153211	153546	154672	155477
152303	152671	153267	153578	154831	155581
152451	152732	153369	153844	154838	

## SCHEDULE F

## 85-TON OPEN TOP HOPPER CARS

CO85069	CO85529	CO85810	CO86143	CO86438	CO86769
85131	85587	85955	86221	86464	86774
85149	85613	85962	86223	86515	86830
85158	85627	85980	86258	86521	86866
85165	85661	85990	86292	86528	86888
85197	85696	86025	86316	86568	86922
85234	85727	86030	86324	86605	86934
85264	85732	86052	86337	86609	86937
85331	85757	86060	86380	86692	86952
85350	85767	86074	86382	86698	86960
85475	85796	86101	86434	86727	86984
85476	85800	86107			

## SCHEDULE F-1

## 100-TON OPEN TOP HOPPER CARS\*

CO196000	CO196012	CO196024	CO196036	CO196047	CO196058
196001	196013	196025	196037	196048	196059
196002	196014	196026	196038	196049	196060
196003	196015	196027	196039	196050	196061
196004	196016	196028	196040	196051	196062
196005	196017	196029	196041	196052	196063
196006	196018	196030	196042	196053	196064
196007	196019	196031	196043	196054	196065
196008	196020	196032	196044	196055	196066
196009	196021	196033	196045	196056	196067
196010	196022	196034	196046	196057	196068
196011	196023	196035			

## SCHEDULE G

## 30-TON ALL STEEL CUPOLA CABOSES

CO90200	CO90217	CO90230	CO90241	CO90262	CO90299
90201	90218	90231	90244	90263	90304
90203	90221	90232	90247	90264	90310
90206	90223	90233	90249	90268	90326
90209	90224	90237	90258	90272	90335
90213	90229	90238	90260	90294	90342
90214					

\* 100-TON OPEN TOP HOPPER CARS WERE RECONSTRUCTED FROM THE 85-TON OPEN TOP HOPPER CARS LISTED IN SCHEDULE F.